

ELLIS:LAWHORNE

John J. Pringle, Jr.
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June 25, 2008

FILED ELECTRONICALLY

The Honorable Charles L.A. Terreni
Chief Clerk
South Carolina Public Service Commission
Post Office Drawer 11649
Columbia, South Carolina 29211

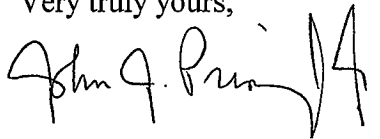
RE: Application of ATC Outdoor DAS, LLC for a Certificate of Public Convenience and Necessity to Provide Resold and Facilities-Based Local Exchange and Interexchange Telecommunications Services in the State of South Carolina, and for Flexible Regulation
Docket No. 2008-____-C, Our File No. 1638-11592

Dear Mr. Terreni:

Enclosed is the **Application** filed on behalf of ATC Outdoor DAS, LLC in the above-referenced matter.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly yours,



John J. Pringle, Jr.

JJP/cr

cc: Office of Regulatory Staff Legal Department (via electronic mail service)
Janae Walker Bronson, Esquire (via electronic mail service)
Jennifer M. Toland, Esquire (via electronic mail service)

Enclosure

**BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA**

In the Matter of the Application of

ATC OUTDOOR DAS, LLC

**For a Certificate of Public Convenience and Necessity
to Provide Resold and Facilities-Based Local Exchange
and Interexchange Telecommunications Services in the
State of South Carolina, and for Flexible Regulation**

Docket No. _____

APPLICATION OF ATC OUTDOOR DAS, LLC

ATC Outdoor DAS, LLC (“ATC Outdoor” or “Applicant”), by counsel, and pursuant to S.C. Code Ann. § 58-9-280, respectfully requests that the South Carolina Public Service Commission (the “Commission”) grant this Application for a Certificate of Public Convenience and Necessity to provide facilities-based local exchange and interexchange telecommunications service throughout the State of South Carolina. ATC Outdoor also requests flexible regulation for its local exchange telecommunications services as the Commission first granted in Order No. 98-165 in Docket No. 97-467-C. ATC Outdoor further requests, pursuant to R. 103-601(3) of the Commission’s rules, that the Commission waive application to it of certain Commission rules, as outlined herein.

ATC Outdoor proposes to offer facilities-based interexchange and local transport services to customers throughout the geographic territory of South Carolina. Approval of this application will promote the public interest by increasing wireless coverage and the level of telecommunications competition within South Carolina. Telecommunications carriers will be empowered to provide more efficient and reliable services at lower prices, thereby benefiting

consumers. Moreover, the provision of a wider range of telecommunications service will bolster the State's economic health.

In support of its application, ATC Outdoor respectfully submits as follows:

1. The name and address of the Applicant are:

ATC Outdoor DAS, LLC
116 Huntington Avenue
Eleventh Floor
Boston, MA 02116
Telephone: (617) 375-7500
Fax: (617) 375-7575

2. All correspondence, notices, inquiries, and other communications regarding this application should be addressed to:

John Pringle, Jr.
Ellis, Lawhorne & Sims, P.A.
1501 Main Street, 5th Floor
Columbia, SC 29201
Telephone: (803) 343-1270
Fax: (803) 799-8479
Email: jpringle@ellislawhorne.com

with copies to:

John Dodge
Jennifer Toland
Davis Wright Tremaine LLP
1919 Pennsylvania Avenue, N.W.
Suite 200
Washington, D.C.
Telephone: (202) 973-4200
Fax: (202) 973-4499
Email: [johndodge@dwt.com](mailto: johndodge@dwt.com)
jennifertoland@dwt.com

3. Contact person regarding ongoing operations of the Company is:

David Pierce
Director-DAS Solutions and Acquisitions
ATC Outdoor DAS, LLC
400 Regency Forest Drive
Suite 300
Cary, NC 27518
Telephone: (919) 466-6665
Fax: (919) 466-5564
Email: David.Pierce@americantower.com

4. Description of Applicant

ATC Outdoor is a limited liability company organized under the laws of the State of Delaware. ATC Outdoor's principal place of business is in Cary, North Carolina. ATC Outdoor owns and operates telecommunications facilities for the provision of its "RF transport" telecommunications service. A copy of ATC Outdoor's Articles of Organization and Certificate of Authority to Transact Business in the State of South Carolina are attached hereto as **Exhibit A**.

5. Applicant's Officers

See **Exhibit B** for a list of ATC Outdoor's officers.

6. Customer Service

ATC Outdoor recognizes the importance of effective customer service. Customer service representatives are available twenty-four hours a day, seven days a week by calling 1-877-282-7483.

7. Financial Ability

ATC Outdoor possesses the financial qualifications required for issuance of the requested Certificate of Public Convenience and Necessity. ATC Outdoor will rely, in large part, on the financial resources of its parent company, American Tower Corporation. As evidence of its

capacity to render the proposed services, ATC Outdoor includes as **Exhibit C** the 2007 audited financial statements from American Tower Corporation's Form 10-K.

ATC Outdoor has sufficient capital on hand to commence operations in the State of South Carolina. It should also be noted that ATC Outdoor's business plan calls for it to provide its telecommunications services based upon direct customer demand. Under this plan, revenue from customers will be readily identified prior to any extensive outlay of capital.

8. Managerial and Technical Ability

ATC Outdoor is technically and managerially qualified to operate and manage its proposed telecommunications operations in South Carolina. The senior management of ATC Outdoor has extensive experience in the provision of telecommunications service. Biographies outlining the technical and managerial experience of ATC Outdoor's key personnel are provided in **Exhibit D**. These biographies reflect that ATC Outdoor possesses significant expertise for operating a telecommunications company. In addition to the senior management, ATC Outdoor has highly qualified technical personnel to ensure that ATC Outdoor's operations will meet demanding standards for service quality and reliability.

9. Description of Services Offered and Proposed Service Territory

ATC Outdoor seeks authority to provide facilities-based or resold nondominant interexchange services and non-switched local transport services (hereinafter referred to as "Services") to customers throughout the State of South Carolina. Applicant proposes to provide these Services through a combination of its own facilities and facilities to be leased from a variety of telecommunications carriers.

ATC Outdoor's Services will be both intrastate and interstate. One Service will rely on a technical platform known as a "Distributed Antenna System," or "DAS." A DAS consists of the following:

- **Base Station Hotel:** The Base Station Hotel is the central location where all WSP Base Transceiver Station (BTS) equipment is installed. The Base Station Hotel also contains the Optical Conversion equipment.
- **Optical Conversion Equipment:** This unit converts the RF output from the BTS to an optical signal. This optical signal is then transmitted via fiber optic cable to specific Remote Node locations.
- **Remote Nodes:** Each Remote Node then converts the optical signal back to RF. This RF signal is transmitted over an omni-directional antenna which is typically mounted on a light post, bus stop or other municipality infrastructure. This broadband antenna broadcasts the signal for all WSP technologies.
- **Access Points:** A high power Access Point can be added to each Remote Node for provisioning of 802.11 data services. Data traffic is then routed to the internet through standard data equipment located in the Base Station Hotel.

Also, ATC Outdoor plans to provide radio frequency ("RF") or optical transport and backhaul services for voice and data service providers. ATC Outdoor will provide its service using transport and backhaul linked by fiber optic cables or wireless RF systems with conversion equipment attached to poles and other structures.

The services are customized to the transport and backhaul needs of individual customers. Tariffed rates will be available for all non-custom services. Initially, ATC Outdoor will not furnish retail residential or business telephone service, although any customer may obtain such service subject to the terms and conditions stated in ATC Outdoor's tariffs at the time the service is offered.

10. Public Interest and Need

The granting of ATC Outdoor's Application is consistent with S.C. Code Ann. § 58-9-280(B), and, in that regard, ATC Outdoor makes the following representations to the Commission:

1. ATC Outdoor possesses the requisite technical, financial, and managerial resources sufficient to provide the services requested;
2. ATC Outdoor's services will meet service standards required by the Commission;
3. The provision of services by ATC Outdoor will not adversely impact the availability of affordable telecommunications service;
4. ATC Outdoor, to the extent it is required to do so by the Commission, will participate in the support of universally available telephone service at affordable rates; and
5. The provision of services by ATC Outdoor will not adversely impact the public interest.

Grant of ATC Outdoor's Application for a Certificate of Public Convenience and Necessity to provide the service described within this Application is in the public interest and will serve the public convenience and necessity. The public interest will be served by expanding the availability of competitive telecommunications services and enhanced telecommunications infrastructure in the State of South Carolina, thereby facilitating economic development. Authorizing ATC Outdoor to enter the telecommunications service market will increase the competitive choices available, and in turn create incentives for all carriers to lower prices, provide new and better quality services, and be more responsive to customer issues and demands.

ATC Outdoor's service allows wireless carriers to expand the coverage of wireless services with less intrusive facilities. Traditional wireless technologies have suffered from "dead spots" and bandwidth capacity limitations. ATC Outdoor's combination of fiber optics and lower height antennas helps wireless providers eliminate dead spots and increase bandwidth needed for emerging and future services. ATC Outdoor's RF transport service uses fiber optics and small, unobtrusive antennas located primarily on existing utility and/or streetlight poles.

Thus, grant of ATC Outdoor's petition will promote the deployment of advanced telecommunications and wireless telecommunications infrastructure in the State.

11. Waivers and Regulatory Compliance

ATC Outdoor requests that, pursuant to Rule 103-601(3), the Commission grant it a waiver of those regulatory requirements that are inapplicable to ATC Outdoor's services because compliance with such rules would cause ATC Outdoor unusual hardship.¹ Specifically, ATC Outdoor requests a waiver of the following Commission Rules:

- **Rule 103-610:** requiring a utility to maintain its records in the State of South Carolina. ATC Outdoor is headquartered in Massachusetts. As a result, it would be impractical for ATC Outdoor to maintain separate records in South Carolina. If the Commission determines it is necessary to review ATC Outdoor's books, ATC Outdoor will provide this information to the Commission upon request or will bear the cost of any out-of-state travel expenses incurred by Commission staff.
- **Rule 103-611:** requiring the use of the FCC's Uniform System of Accounts (USOA). Because ATC Outdoor is a competitive carrier without market power and exempt from the USOA, it would be burdensome and unnecessary to require it to comply with this Rule. ATC Outdoor maintains its books and records in accordance with the Generally Accepted Accounting Principles ("GAAP"), and asserts that because it utilizes GAAP, the Commission will have a reliable means by which to evaluate operations.

¹ S.C. CODE REGS. § 103-601(3) ("In any case where compliance with any of these rules and regulations introduces unusual difficulty or where circumstances indicate that waiver of one or more rules or regulations is otherwise appropriate, such rule or regulation may be waived by the Commission upon a finding by the Commission that such a waiver is not contrary to the public interest.")

- **Rule 103-631:** regarding the publication of directories. ATC Outdoor does not intend to offer voice services, either residential or commercial, and thus does not anticipate that it will separately publish directories for its customers.

Such waivers have previously been granted under similar circumstances, and ATC Outdoor respectfully requests that the Commission similarly grant the aforementioned waivers in the context of this Application.

12. Flexible Regulation of Local Transport Services

ATC Outdoor requests flexible regulation for its telecommunications services as the Commission granted in Order No. 98-165 in Docket No. 97-467-C. In the Order, the Commission determined that local tariff filings would be presumed valid upon filing, subject to the Commission's right within thirty days to institute an investigation of the tariff filing, and that any tariff filings would be subject to the same monitoring process as other similar local exchange carriers. ATC Outdoor submits that as a provider of non-switched, competitive local transport services, it should be subject to regulatory constraints no more stringent than those imposed in Docket No. 97-467-C. ATC Outdoor respectfully requests that its local transport service tariff filings be regulated pursuant to this form of flexible regulation.

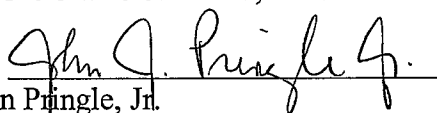
CONCLUSION

This Application clearly demonstrates that ATC Outdoor possesses the requisite technical, financial and managerial qualifications to provide facilities-based telecommunications service throughout the State of South Carolina. Furthermore, granting this Application for a Certificate of Public Convenience and Necessity will promote the public interest, comport with the public convenience and necessity, and meet pertinent legal and regulatory requirements for such applications.

WHEREFORE, ATC Outdoor respectfully requests that the Commission issue it a Certificate of Public Convenience and Necessity to provide resold and facilities-based telecommunications service throughout the State of South Carolina, as proposed herein and set forth in the attached tariff. ATC Outdoor also requests that the Commission regulate its local exchange service in accordance with the principles and procedures established in Order No. 98-165 in Docket No. 97-467-C, grant the waivers requested herein, and grant such other relief as is just and proper.

Respectfully submitted,

ATC OUTDOOR DAS, LLC

By: 
John Pringle, Jr.

Ellis, Lawhorne & Sims, P.A.

1501 Main Street, 5th Floor

Columbia, SC 29201

Telephone: (803) 343-1270

John C. Dodge

Davis Wright Tremaine LLP

1919 Pennsylvania Avenue, NW

Suite 200

Washington, DC 20006

Telephone (202) 973-4200

June 25, 2008
Columbia, South Carolina

ATC Outdoor DAS, LLC

SCHEDULE OF EXHIBITS

Exhibit A	Articles of Organization/ Certificate of Authority to Transact Business
Exhibit B	List of ATC Outdoor's Officers
Exhibit C	Financial Information
Exhibit D	Biographies of Key Personnel
Exhibit E	Proposed Tariff
Exhibit F	Proposed Notice of Filing

EXHIBIT A

**(Articles of Organization and
Certificate of Authority to Transact Business)**

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "AMERICAN TOWER OUTDOOR DAS, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2007, AT 1:51 O'CLOCK P.M.



4477813 8100

071347818

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6260705

DATE: 12-21-07

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

- **First:** The name of the limited liability company is American Tower Outdoor DAS, LLC.
- **Second:** The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
- **Third:** (Insert any other matters the members determine to include herein.)

The effective date of this Certificate of Formation is December 20, 2007.

In Witness Whereof, the undersigned has executed this Certificate of Formation this 20th day of December, 2007.

By:



Authorized Person(s)

Name: H. Anthony Lehv

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "AMERICAN TOWER OUTDOOR DAS, LLC", CHANGING ITS NAME FROM "AMERICAN TOWER OUTDOOR DAS, LLC" TO "ATC OUTDOOR DAS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2007, AT 1:32 O'CLOCK P.M.



4477813 8100

071360633

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6263576

DATE: 12-26-07

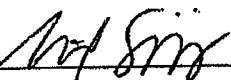
**State of Delaware
Certificate of Correction
of a Limited Liability Company
to be filed pursuant to Section 18-211(a)**

1. The name of the Limited Liability Company is: American Tower Outdoor DAS, LLC
2. That a Certificate of Formation was filed by the Secretary of State of Delaware on December 20, 2007, and that said Certificate requires correction as permitted by Section 18-211 of the Limited Liability Company Act.
3. The inaccuracy or defect of said Certificate is: (must give specific reason)

The name of the limited liability company is incorrect.
4. The Certificate is hereby corrected to read as follows:

The name of the limited liability company is ATC Outdoor DAS, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on
the 26 day of December, A.D. 2007.

By: 
Authorized Person

Name: Nathaniel Sisitsky
Print or Type

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authorization

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

ATC OUTDOOR DAS, LLC, A Limited Liability Company duly organized under the laws of the State of DELAWARE, and issued a certificate of authority to transact business in South Carolina on February 7th, 2008, with a duration that is at will, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed a certificate of cancellation as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
18th day of June, 2008.

A handwritten signature in cursive script that reads "Mark Hammond".

Mark Hammond, Secretary of State

EXHIBIT B
(ATC Outdoor DAS Officers)

Exhibit B

List of Officers for ATC Outdoor DAS, LLC

Name	Title	Address / Telephone
Gerard Ainsztein	Senior Vice President	400 Regency Forest Drive Suite 300 Cary, NC 27518 (919) 468-0112
Daniel Wojciechowski	Vice President	400 Regency Forest Drive Suite 300 Cary, NC 27518 (919) 468-0112

EXHIBIT C

**(Financial Information for American Tower Corporation,
ultimate parent entity of Applicant)**

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

(Mark One):

- ☒ Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the fiscal year ended December 31, 2007
- ☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the transition period from _____ to _____
Commission File Number: 001-14195

American Tower Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification No.)

116 Huntington Avenue
Boston, Massachusetts 02116
(Address of principal executive offices)

Telephone Number (617) 375-7500
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class
Class A Common Stock, \$0.01 par value

Name of exchange on which registered
New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act: Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act): Yes ☐ No ☒

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant as of June 30, 2007 was approximately \$17.4 billion, based on the closing price of the registrant's Class A Common Stock as reported on the New York Stock Exchange as of the last business day of the registrant's most recently completed second quarter.

As of February 29, 2008, there were 395,748,826 shares of Class A Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement (the "Definitive Proxy Statement") to be filed with the Securities and Exchange Commission relative to the Company's 2008 Annual Meeting of Stockholders are incorporated by reference into Part III of this Report.

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**AMERICAN TOWER CORPORATION AND SUBSIDIARIES
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
American Tower Corporation
Boston, Massachusetts

We have audited the accompanying consolidated balance sheets of American Tower Corporation and subsidiaries (the "Company") as of December 31, 2007 and 2006, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2007 and 2006, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to consolidated financial statements, the Company adopted the provisions of Financial Accounting Standards Board (FASB) Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, an interpretation of SFAS No. 109," as of January 1, 2007, FASB No. 123R "Share-Based Payment," as of January 1, 2006, and FASB Interpretation No. 47, "Accounting for Conditional Asset Retirement Obligations—an interpretation of FASB Statement No. 143," as of December 31, 2005.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2007, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 14, 2008 expressed an adverse opinion on the Company's internal control over financial reporting because of a material weakness.

/s/ DELOITTE & TOUCHE LLP

Boston, Massachusetts
March 14, 2008

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

	December 31,	
	2007	2006
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 33,123	\$ 281,264
Restricted cash	53,684	
Short-term investments and available-for-sale securities	7,224	22,986
Accounts receivable, net of allowances	40,316	29,368
Prepaid and other current assets	71,264	63,919
Deferred income taxes	40,063	88,485
Total current assets	<u>245,674</u>	<u>486,022</u>
PROPERTY AND EQUIPMENT, net	3,045,186	3,218,124
GOODWILL	2,188,312	2,189,767
OTHER INTANGIBLE ASSETS, net	1,686,434	1,820,876
DEFERRED INCOME TAXES	479,854	482,710
NOTES RECEIVABLE AND OTHER LONG-TERM ASSETS	484,997	415,720
TOTAL	<u>\$ 8,130,457</u>	<u>\$ 8,613,219</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 175,464	\$ 187,634
Accrued interest	33,702	41,319
Current portion of long-term obligations	1,817	253,907
Unearned revenue	106,395	86,769
Total current liabilities	<u>317,378</u>	<u>569,629</u>
LONG-TERM OBLIGATIONS	4,283,467	3,289,109
OTHER LONG-TERM LIABILITIES	504,178	365,974
Total liabilities	<u>5,105,023</u>	<u>4,224,712</u>
COMMITMENTS AND CONTINGENCIES		
MINORITY INTEREST IN SUBSIDIARIES	3,342	3,591
STOCKHOLDERS' EQUITY:		
Preferred Stock: \$.01 par value; 20,000,000 shares authorized; no shares issued or outstanding		
Class A Common Stock: \$.01 par value; 1,000,000,000 shares authorized, 452,759,969 and 437,792,629 shares issued, and 399,518,542 and 424,672,267 shares outstanding, respectively	4,527	4,378
Additional paid-in capital	7,772,382	7,502,472
Accumulated deficit	(2,703,373)	(2,733,920)
Accumulated other comprehensive (loss) income	(3,626)	16,079
Treasury stock (53,241,427 and 13,120,362 shares at cost, respectively)	<u>(2,047,818)</u>	<u>(404,093)</u>
Total stockholders' equity	<u>3,022,092</u>	<u>4,384,916</u>
TOTAL	<u>\$ 8,130,457</u>	<u>\$ 8,613,219</u>

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS (In thousands, except per share data)

	Year Ended December 31,		
	2007	2006	2005
REVENUES:			
Rental and management	\$ 1,425,975	\$ 1,294,068	\$ 929,762
Network development services	30,619	23,317	15,024
Total operating revenues	1,456,594	1,317,385	944,786
OPERATING EXPENSES:			
Costs of operations (exclusive of items shown separately below)			
Rental and management	343,450	332,246	247,781
Network development services	16,172	11,291	8,346
Depreciation, amortization and accretion	522,928	528,051	411,254
Selling, general, administrative and development expense (including stock-based compensation expense of \$54,603, \$39,502 and \$6,597, respectively)	186,483	159,324	108,059
Impairments, net loss on sale of long-lived assets, restructuring and merger related expense (including stock-based compensation expense of \$9,333 in 2005)	9,198	2,572	34,232
Total operating expenses	1,078,231	1,033,484	809,672
OPERATING INCOME	378,363	283,901	135,114
OTHER INCOME (EXPENSE):			
Interest income, TV Azteca, net of interest expense of \$1,490, \$1,491 and \$1,492, respectively	14,207	14,208	14,232
Interest income	10,848	9,002	4,402
Interest expense	(235,824)	(215,643)	(222,419)
Loss on retirement of long-term obligations	(35,429)	(27,223)	(67,110)
Other income	20,675	6,619	227
Total other expense	(225,523)	(213,037)	(270,668)
INCOME (LOSS) BEFORE INCOME TAXES, MINORITY INTEREST AND INCOME (LOSS) ON EQUITY METHOD INVESTMENTS	152,840	70,864	(135,554)
Income tax provision	(59,809)	(41,768)	(5,714)
Minority interest in net earnings of subsidiaries	(338)	(784)	(575)
Income (loss) on equity method investments	19	26	(2,078)
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	92,712	28,338	(143,921)
LOSS FROM DISCONTINUED OPERATIONS, NET OF INCOME TAX (PROVISION) BENEFIT OF \$(6,191), \$444 and \$1,030, RESPECTIVELY	(36,396)	(854)	(1,913)
INCOME (LOSS) BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	56,316	27,484	(145,834)
CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE, NET OF INCOME TAX BENEFIT OF \$11,697			(35,525)
NET INCOME (LOSS)	\$ 56,316	\$ 27,484	\$ (181,359)
NET INCOME (LOSS) PER COMMON SHARE AMOUNTS:			
BASIC:			
Income (loss) from continuing operations	\$ 0.22	\$ 0.06	\$ (0.47)
Loss from discontinued operations	(0.09)		(0.01)
Cumulative effect of change in accounting principle, net			(0.12)
Net income (loss)	\$ 0.14	\$ 0.06	\$ (0.60)
DILUTED:			
Income (loss) from continuing operations	\$ 0.22	\$ 0.06	\$ (0.47)
Loss from discontinued operations	(0.09)		(0.01)
Cumulative effect of change in accounting principle, net			(0.12)
Net income (loss)	\$ 0.13	\$ 0.06	\$ (0.60)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:			
BASIC	413,167	424,525	302,510
DILUTED	426,079	436,217	302,510

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY Years Ended December 31, 2007, 2006, and 2005 (In thousands, except share data)

	Class A Common Stock		Treasury Stock		Additional	Unearned	Accumulated	Accumulated	Total	Total
	Issued	Amount	Shares	Amount	Paid-in	Compensation	Other	Deficit	Stockholders'	Comprehensive
	Shares				Capital		Comprehensive		Equity	Income(Loss)
							Income (Loss)			
BALANCE, DECEMBER 31, 2004	229,745,116	\$ 2,297	(145,221)	\$ (4,366)	\$ 4,072,881			\$ (2,580,045)	\$ 1,490,767	
Issuance of common stock and assumption of options and warrants—SpectraSite merger	169,506,083	1,695			3,104,377				3,106,072	
Stock option activity	11,106,693	111			76,810				76,921	
Issuance of common stock upon exercise of warrants	398,412	4			1,778				1,782	
Issuance of common stock—Stock Purchase Plans	50,119	1			767				768	
Treasury stock activity			(2,836,519)	(76,585)					(76,585)	
Unearned compensation—SpectraSite merger						\$ (4,861)			(4,861)	
Unearned compensation amortization—SpectraSite merger						2,364			2,364	
Net change in fair value of cash flow hedges, net of tax							\$ (803)		(803)	(803)
3.25% convertible notes exchanged for common stock	4,670,336	46			55,659				55,705	
ATC Mexico activity	159,836	2			2,829				2,831	
ATC South America activity					2,026				2,026	
Tax benefit from disposition of stock options					66,193				66,193	
Net loss								(181,359)	(181,359)	(181,359)
Total comprehensive loss										\$ (182,162)
BALANCE, DECEMBER 31, 2005	415,636,595	\$ 4,156	(2,981,740)	\$ (80,951)	\$ 7,383,320	\$ (2,497)	\$ (803)	\$ (2,761,404)	\$ 4,541,821	
Stock option activity	3,884,812	39			78,610				78,649	
Issuance of common stock upon exercise of warrants	14,532,874	145			220				365	
Issuance of common stock—Stock Purchase Plan	53,210	1			1,329				1,330	
Treasury stock activity			(10,138,622)	(323,142)					(323,142)	
Unearned compensation—SpectraSite merger					(2,497)	2,497				
Net change in fair value of cash flow hedges, net of tax							6,457		6,457	6,457
Net unrealized gain on available-for-sale securities							13,945		13,945	13,945
Net realized gain on available-for-sale securities							(3,520)		(3,520)	(3,520)
Convertible notes exchanged for common stock	3,685,138	37			44,039				44,076	
Tax benefit from disposition of stock options					1,359				1,359	
Stock option tender offer										
accrual for cash payments					(3,908)				(3,908)	
Net income								27,484	27,484	27,484
Total comprehensive income										\$ 44,366
BALANCE, DECEMBER 31, 2006	437,792,629	\$ 4,378	(13,120,362)	\$ (404,093)	\$ 7,502,472		\$ 16,079	\$ (2,733,920)	\$ 4,384,916	
Stock option activity	7,400,667	74			182,658				182,732	
Issuance of common stock upon exercise of warrants	192,054	2			290				292	
Issuance of common stock—Stock Purchase Plan	48,886				1,658				1,658	
Treasury stock activity			(40,121,065)	(1,643,725)					(1,643,725)	
Net change in fair value of cash flow hedges, net of tax							(3,244)		(3,244)	(3,244)
Net realized loss on cash flow hedges, net of tax							(6,162)		(6,162)	(6,162)
Net unrealized loss on available-for-sale securities, net of tax							(3,230)		(3,230)	(3,230)
Net realized gain on available-for-sale securities, net of tax							(7,069)		(7,069)	(7,069)
Convertible notes exchanged for common stock	7,325,733	73			88,012				88,085	
Cumulative effect of adoption of FIN 48								(25,769)	(25,769)	

Source: AMERICAN TOWER CORP, 10-K, March 14, 2008

Reduction in deferred tax asset related to spin off from American Radio Systems				(2,708)					(2,708)	
Net income								56,316	56,316	56,316
Total comprehensive income										\$ 36,611
BALANCE, DECEMBER 31, 2007	<u>452,759,969</u>	<u>\$ 4,527</u>	<u>(53,241,427)</u>	<u>\$ (2,047,818)</u>	<u>\$ 7,772,382</u>	<u>\$ (3,626)</u>	<u>\$ (2,703,373)</u>	<u>\$ 3,022,092</u>		

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2007	2006	2005
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:			
Net income (loss)	\$ 56,316	\$ 27,484	\$ (181,359)
Cumulative effect of change in accounting principle, net			35,525
Adjustments to reconcile net loss to cash provided by operating activities:			
Depreciation, amortization and accretion	522,928	528,051	411,254
Stock-based compensation expense	54,603	39,502	15,930
Other non-cash items reported in discontinued operations (primarily income tax provision (benefit))	6,192	(444)	(2,145)
Increase in restricted cash	(49,818)		
Minority interest in net earnings of subsidiaries	338	784	575
(Gain) loss on investments and other non-cash (income) expense	(9,470)	(5,453)	2,078
Impairments, net loss on sale of long-lived assets, non-cash restructuring and merger related expense	9,214	2,958	19,096
Loss on retirement of long-term obligations	34,826	27,223	67,110
Amortization of deferred financing costs, debt discounts and other non-cash interest	7,789	9,719	45,214
Provision for losses on accounts receivable	2,470	5,175	8,492
Deferred income taxes	21,239	17,535	(11,029)
Changes in assets and liabilities, net of acquisitions:			
Accounts receivable	(13,417)	(182)	7,570
Prepaid and other assets	65,704	(9,509)	19,973
Deferred rent asset	(69,673)	(58,306)	(30,304)
Accounts payable and accrued expenses	(7,237)	(10,620)	(35,120)
Accrued interest	(7,617)	3,844	(5,641)
Unearned revenue	19,625	9,114	5,179
Deferred rent liability	26,650	26,811	15,946
Other long-term liabilities	22,017	7,052	8,860
Cash provided by operating activities	<u>692,679</u>	<u>620,738</u>	<u>397,204</u>
CASH FLOWS USED FOR INVESTING ACTIVITIES:			
Payments for purchase of property and equipment and construction activities	(154,381)	(127,098)	(88,637)
Payments for acquisitions, net of cash acquired	(43,962)	(14,337)	(7,479)
Payments for acquisition of minority interests		(22,944)	(7,270)
Cash acquired from SpectraSite merger, net of transaction costs paid			16,696
Proceeds from sales of available-for-sale securities and other long-term assets	22,163	35,387	6,881
Deposits, restricted cash, short-term investments and other	(10,000)	(120)	(725)
Cash used for investing activities	<u>(186,180)</u>	<u>(129,112)</u>	<u>(80,534)</u>
CASH FLOWS USED FOR FINANCING ACTIVITIES:			
Proceeds from issuance of Certificates in securitization transaction	1,750,000		
Proceeds from term loan credit facility	500,000		
Borrowings under revolving credit facilities	1,675,000	242,000	1,543,000
Proceeds from issuance of senior notes	500,422		
Repayment of notes payable, credit facilities and capital leases	(3,612,240)	(295,760)	(1,949,444)
Purchases of Class A common stock	(1,642,821)	(306,856)	(68,927)
Proceeds from stock options, warrants and stock purchase plan	124,087	40,940	65,357
Deferred financing costs and other financing activities	(49,088)	(3,387)	(9,512)
Cash used for financing activities	<u>(754,640)</u>	<u>(323,063)</u>	<u>(419,526)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	<u>(248,141)</u>	<u>168,563</u>	<u>(102,856)</u>
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>281,264</u>	<u>112,701</u>	<u>215,557</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 33,123</u>	<u>\$ 281,264</u>	<u>\$ 112,701</u>

See notes to consolidated financial statements.

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business—American Tower Corporation and subsidiaries (collectively, ATC or the Company) is an independent owner, operator and developer of wireless and broadcast communications sites in the United States, Mexico and Brazil. The Company's primary business, as discussed in note 14, is the leasing of antenna space on multi-tenant communications sites to wireless service providers and radio and television broadcast companies. The Company also manages rooftop and tower sites for third parties, operates distributed antenna systems within buildings, and provides network development services that support its rental and management operations and the addition of new tenants and equipment on its sites.

The Company completed its merger with SpectraSite, Inc. in August 2005, as more fully described in note 4. The merger was approved by the stockholders of the Company and SpectraSite, Inc. on August 3, 2005, and the results of operations of SpectraSite have been included in the Company's accompanying consolidated financial statements commencing on August 3, 2005.

ATC is a holding company that conducts its operations in the United States and internationally through its directly and indirectly owned subsidiaries. ATC's principal United States operating subsidiaries are American Towers, Inc. (ATI) and SpectraSite Communications, LLC (SpectraSite). ATC conducts its international operations through its subsidiary, American Tower International, Inc., which in turn conducts operations through its international operating subsidiaries. The Company's international operations consist primarily of its operations in Mexico and Brazil, which it conducts in Mexico through ATC Mexico Holding Corp. (ATC Mexico) and in Brazil through ATC South America Holding Corp. (ATC South America).

Principles of Consolidation and Basis of Presentation—The accompanying consolidated financial statements include the accounts of the Company and all intercompany accounts and transactions have been eliminated. The Company consolidates those entities in which it owns greater than fifty percent of the entity's voting stock or membership interests, with the exception of Verestar, Inc. (Verestar), as discussed below.

Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates, and such differences could be material to the accompanying consolidated financial statements. The significant estimates in the accompanying consolidated financial statements include income taxes, stock-based compensation, impairment of long-lived assets (including goodwill), asset retirement obligations, revenue recognition and estimated useful lives of assets.

The Company is in the process of reviewing the estimated useful lives of its tower assets. The Company now has over ten years of operating history, and it is considering whether it should modify its current estimates for asset lives based on its historical operating experience. The Company has retained an independent consultant to assist the Company in completing this review, and received a report from the consultant in the first quarter of 2008, which it is in the process of analyzing. The Company currently depreciates its towers on a straight-line basis over the shorter of the term of the underlying ground lease (including renewal options) or the estimated useful life of the tower, which the Company has historically estimated to be 15 years. Additionally, certain of the Company's intangible assets are amortized on a similar basis to the tower assets, as the estimated useful lives of such intangibles correlate to the useful life of the towers. If the Company concludes that a revision in the estimated useful lives of its tower assets is appropriate, the Company will account for any changes in the useful lives as a change in accounting estimate under Statement of Financial Accounting Standards (SFAS) No. 154 "Accounting Changes and Error Corrections," which will be recorded prospectively beginning in the period of change. Based on preliminary information obtained to date, the Company expects that its estimated asset lives may be extended.

EXHIBIT D

(Biographies of Key Personnel)

GERARD AINSZTEIN

EXPERIENCE

American Tower Corporation, Cary, NC

2001 – present

Senior Vice President - Building Solutions, DAS & Acquisitions

Responsible for the management of American Tower's In-Building DAS and acquisition division.

- P&L responsibility
- Manage engineering, sales, operations, property management, and site operation functions.
- Responsible for evaluating tower portfolios, negotiating purchase agreements and integration of acquired assets.
- captive markets.
- Accountable for forecasting business and market needs, formulating and implementing sales strategies and ensuring customer satisfaction.

ECREDIT.COM, Boston, MA

2000 – 2001

Director, Leasing Division

Responsible for the management of eCredit.com's leasing division.

- Direct management of national sales team.
- Responsible for generating revenues in the leasing and captive markets.
- Cross accountability for marketing and product development.

THE BANCORP GROUP, INC., Southfield, MI

1999-2000

President

P&L responsibility for wholly owned bank subsidiary.

- Responsible for forecasting, budgeting, quality improvement, and development of personnel.
- Direct reports included credit, collections, documentation, sales and accounting.
- Responsibilities included development and implementation of company's first comprehensive strategic business plan.
- Implemented company wide employee goal and assessment program.

FLEET LEASING CORPORATION, Troy, MI

Vice President - Sales

1993-1999

Responsible for +\$300 million in sales, reported directly to president. Forecasting of all sales and gross profit targets.

- Management of 40 member sales force including National Sales Manager, Regional Sales Managers, Direct Marketing, Marketing and Administrative staff. Developed and implemented business plans and commission programs. Set sales quotas, established performance criteria and reporting for quantitative analysis of sales reports.
- Increased originations 20% in part by signing two national vendor programs generating in excess of \$50 million in originations.
- Recruited a diverse group, dramatically strengthening working relations at all functional interfaces.
- Changed sales roles from reactive to strategically prepared, goal and initiative driven.

- Coordinated activities among sales and operations to assure effective communication.

NORWEST FINANCIAL LEASING, Riverside, CA

1988-1993

Operations Manager

Responsible for operational and sales support for the western U.S.

- Managed \$35M million portfolio consisting of 9,500 accounts.
- Extensive travel with sales personnel to expand sales base.
- Accountable for a \$2.5 million operating budget, bad debt, customer service, documentation, collections and credit departments.
- Managed staff of 15 employees.

NORWEST FINANCIAL, Miami, FL

1985-1988

Branch Manager

Sales and P&L responsibilities for a consumer loan branch.

- In three years was responsible for increasing annual branch originations from \$1.5 million to \$3 million.
- Branch management of six employees, including a credit manager, credit analyst and four administrative positions.

EDUCATION

University of Florida

Bachelor of Science in Business Administration - Finance

Graduated with honors – December 1984

REFERENCES

Available upon request.

David Jordan Pierce

3723 Bentley Drive
Durham, NC 27707
919.489.8914

EXPERIENCE

American Tower, Inc.

Cary, NC

Director - DAS Solutions and Acquisitions Operations

Feb '07 – Present

Lead the cross-functional teams which identify and deploy new DAS systems and complete due diligence for new tower site acquisitions. Evaluate the risks and financial returns of new opportunities. Develop tools and processes to systematically analyze risk and conduct pre-acquisition or pre-deployment due diligence. Provide internal consulting services, including market research and business plan development.

- Analyzed the DAS space and developed the business plan to grow this new business in-house

Vice-President, Site Operations and Engineering

Aug '05 – Feb '07

Led the field operations and engineering teams for a top-ten US telecommunications company with \$18B enterprise value and \$1.3B revenue. Responsible for over 200 employees and \$11 million service revenue.

- Promoted to Vice-President by acquiring company's management, based on demonstrated leadership, organizational and communication skills during the fast-paced merger of American Tower and SpectraSite Communications.
- Led the successful integration of the site operations and engineering teams, combining the best of excellent customer service and profit-focused cultures.
- Increased engineering service revenue two fold by expanding service offerings and executing on plan.
- Improved service cycle time and employee productivity through key process improvements and increased reporting visibility.

SpectraSite Communications, Inc.

Cary, NC

Engineering Services Director

May '04 – July '05

Led Engineering Services department to provide analysis, design, and data quality services. Established goals and directed resources to achieve \$3 million fee revenue generation with a 66% gross margin. Directed team of 3 managers and 21 employees, and controlled a \$2 million budget.

- Reduced cycle time in half, improved individual productivity and reduced headcount.
- Led a critical, high-profile project to an on-time, successful completion, involving 70 employees across 8 departments – reviewed 6,000 ground leases in 6 days.
 - *Selected by CFO to lead this project resulting from the SEC reinterpretation of the accounting treatment of depreciation and long-term ground-lease expenses. SpectraSite had 5 weeks to complete the project and restate financial statements for the previous two years.*
- Prospected new FM translator business for business development
 - Identified potential opportunities, researched prospects, and turned leads over to Sales.
- Completed SpectraSite Leadership Institute, a joint effort between UNC/Kenan-Flagler Business School and the Center for Creative Leadership.

Collocation Director**June '02 – May '04**

Led South Region Collocation team of 6 collocation project managers. Managed new leasing opportunities from application receipt to completed installation, increasing annual revenue \$21 million during this tenure.

- Exceeded revenue targets 5 sequential quarters, yielding 41% of new national revenue.
- Developed employees - led nation in productivity, fostered strong customer service culture, and facilitated 2 promotions.
- Developed business optimization tools -- revenue forecast model, NPV model, individual workload model, budget headcount capacity model, and other reporting tools.
- Awarded production and teamwork honors by Sales – Reach awards.
- Co-led creation of the successful 'project manager' collocation concept

Collocation Special Projects Director**September '01 – June '02**

Identified and implemented business process improvements as internal consultant.

- Conducted feedback sessions with Sales and Collocation departments. Implemented action plans/initiatives to address key issues.

Tower Acquisition and Integration Director**September '00 - September '01**

Directed document and data incorporation operation for \$1.2 billion acquisition of 3,900 sites from SBC Communications. Responsible for 6 managers and 88 contractors/employees. Controlled \$10 million budget.

- Incorporated all data and documentation for 3,900 SBC Communications sites in 4 months, over 1 month ahead of schedule.
- Negotiated two \$6 million survey contracts for acquired sites.

Solvay, S.A.**Houston, TX - Vancouver, WA****Production Manager****August '97- August '00**

Managed polyethylene production unit, comprising 7 supervisors and 21 operators. Controlled \$4 million wage and maintenance budgets. Ensured ISO 9000 compliance. Recruited and developed employees.

- Re-focused floundering production project to successfully resolve all key issues, increasing annual earnings by \$3 million.
- With team, reduced supervisor headcount by 50% while maintaining key performance goals.
- Led cross-functional team to analyze plant-wide unplanned power outage and drive corrective actions. Achieved multi-disciplinary support with 80% incident resolution within one year.

Various Engineering Positions**January '89 - August '97****Bell South, Corporation****Atlanta, GA****LAN Network Administrator (intern)****June '88 - August '88****Outside Plant Engineer (co-op)****January '85 - March '87****IBM, Corporation****Boulder, CO****Quality Control Engineer/Systems Developer (co-op)****January '84 - September '84**

EDUCATION

Master of Science in Electrical Engineering, March 1995

Georgia Institute of Technology

Atlanta, GA

Bachelor of Science in Electrical Engineering, Summa Cum Laude, December 1988

Georgia Institute of Technology

Atlanta, GA

TRAINING/SKILLS/ACTIVITIES

- Dale Carnegie - Public Speaking
- Conversational Spanish, Tennis
- Six Sigma – Yellow Belt Certified

CURRENT

American Tower Corporation (SpectraSite)– Cary, NC

2003 -Present

Vice President – Network Operations

- Lead the design, construction, and operation of over 100 in-building Distributed Antenna Systems (DAS) in 26 states.
- Create, oversee, and deploy a capital budget of over \$15 million dollars annually.
- Manage a group of 15 directors, engineers, and support personnel.

EXPERIENCE

Crown Castle International/ SiteSafe Division – Arlington, Virginia

2001 - 2003

Vice President of Network Engineering

- Provide leadership and manage the Engineering Department that includes RF Design, Drive Test, In Building Applications, Tower Engineering, Interference Analysis, and Regulatory Compliance for Crown Castle International's 10,000 tower assets in the United States.
- Provide engineering support for OptiShare and OptiNet shared infrastructure deployments.
- Manage a team of two directors, one manager, twelve engineers and technicians.
- Interface and provide engineering and regulatory services for marketing, site acquisition, construction, asset management, and regulatory groups.
- Provide business case and asset analysis for acquisitions and venture capital funding activities.
- Represent Crown Castle at industry standards forum including TIA.

ALLTEL Communications – Little Rock, Arkansas

1995 – 2001

Director - Engineering and Network Operations

- Directed wireless engineering and operations.
- Responsible for capital budgeting and capital projects for RF, switching, backhaul, and SS7 network.
- Responsible for design and implementation of capital projects. Projects included new builds, in-building applications, switch upgrades, facilities provisioning, microwave, and special projects. Responsible for monitoring and optimizing network quality to meet corporate goals.
- Managed a team of 55 RF and switch engineers, technicians, and support personnel.

Director - Wireless Network Planning and Advanced Technology

- Oversaw all aspects of wireless network, research, and planning activities for the Corporation.
- Represented ALLTEL as the Executive Board Member of the CDMA Development Group and the Mobile Wireless Internet Forum (MWIF).
- Responsible for industry standards activity and next generation technology studies.
- Conducted all due diligence activities for mergers and acquisitions including transactions with Verizon and SBC.
- Responsible for planning and implementing all government mandated projects (e.g. CALEA, WLNP, E-911). Author government submissions and coordinate with Washington D.C. council on compliance of mandates.
- Conducted technology trials for WLL and WAP technologies. Developed business case And implementation plans in conjunction with marketing and sales groups.
- Vendor relations and contract negotiation. Motorola, NORTEL, Lucent, and Ericsson
- Project managed network evolution implementation plans for migration of wireless network to IP/ATM architecture.
- Developed deployment plans and RF designs for build out of 42 PCS licenses.

Staff Manager – RF Engineering

- Network Deployment Manager for Jacksonville, Mobile and Birmingham PCS deployments.
- Project managed RF design, optimization, and acceptance and launch for three PCS markets in 18-month schedule. Met all project milestones on time and within budget.
- Completed RF 3-year network plan, CDMA Alternative Vendor Studies, and business plan.
- Represented ALLTEL on CDMA Development Group Steering Committee.
- Ensured the timely introduction of new technologies that provide increased network efficiencies, better service quality, and increased revenue.
- Developed 3 –year capital planning guidelines to be used by ALLTEL market areas.
- Authored the ALLTEL IS-634 (IOS) compliance document.

- Developed specifications, negotiated contracts, and implemented cryogenic filters and smart antennas systems in ALLTEL markets to improve quality and increase revenue.
- Designed and deployed in-building distributed antenna systems for special projects including: ALLTEL stadium in Jacksonville, ALLTEL Arena in Little Rock, and Little Rock Convention Center.
- Developed capital, business, and network models for 800 MHz CDMA deployments in thirteen markets. Project managed CDMA overlays in Little Rock, AR and Charlotte NC including RF design and optimization. Oversaw system performance activities during market launch.
- Developed capital and revenue analysis for AirCell Technology.
- Developed corporate network measurement metrics that linked financial expenditures and revenues to network performance.
- Completed comprehensive six year CDMA Network Evolution Plan that includes technology Evolution, migration to IP based services, coverage, and capacity analysis.
- Researched and planned introduction of new technologies into wireless network.
- Managed field technology trials for CDMA, cryogenic filters, and tower mounted LNA's. Developed test plans, evaluation criteria, reporting, and recommendations.
- Represented corporation in standards development bodies including CDPD Forum and the CDMA Development Group Steering Committee. Provided contributions to several working groups and authored white papers for CDG executive board.

Trident Data Systems (Veridian) – San Antonio, Texas

1993 – 1995

Project Manager

- Managed design and installation of private telecom networks for U.S. Government and private corporations. Networks included GSM private network and wireless data networks. Managed budget, schedule, and resources.
- Responsible for the research of commercial cellular telephony and SMR systems.
- Lead of team that developed ISM band Spread Spectrum wireless ethernet prototype.

Lockheed Advanced Development Corporation – Burbank, California

1992 - 1993

F-22 / F-117A Project Engineer

- Responsible for the design, budget, schedule and program management for the F-22 ATF Intra-Flight Data Link Radome and UHF antenna system.
- Microwave and RF circuit design using HP-UX based Touchstone and Super Compact.

Northrop Corporation / B-2 Division – Pico Rivera, California

1991 – 1992

Senior Antenna Research and Design Engineer

- Principle Engineer for B-2 Bomber Radar Radome production RF and RCS Testing.
- Coded VAX/VMS based tools to analyze B-2 Radar Radome performance.
- Anechoic Chamber and radar range design and test.
- Low observable antenna design for AVR LF/VLF and ZSR-63 avionics systems.

Lockheed Corporation / Fort Worth Division – Fort Worth, Texas

1984 – 1991

Associate Engineer, Engineer, Senior Engineer – Antenna Systems

- Engineering Manager for the A-12 Multifunction Antenna System and Avionics.
- Principle antenna designer for several production antenna systems for A-12, F-16, and F/B-111 military aircraft.
- Avionics system experience with GPS, AF/SATCOM, NAV/SATCOM, TACAN, IFF, VHF/UHF, Radar Altimeter, MLS, GS/Localizer, Marker Beacon, ESM, and Radar systems.

EDUCATION

University of Southern California – M.S. Engineering Management

May 1993

Texas A&M University – B.S. Electrical Engineering

May 1984

University of Texas at Arlington – Graduate coarse work in E.E. (18 hours)

1985-1987

Daniel J. Wojciechowski

Mobile: (919) 345-3412

Office: (919) 467-6700

University of North Carolina – Executive Leadership Program (7 CEU)

2005

PROFESSIONAL

Registered Professional Engineer (Texas)

Member IEEE

Texas A&M University Telecommunications Program

Member of Industry Advisory Council on Curriculum

Current

1984- Present

1998 - 2002

EXHIBIT E

(Proposed Tariff)

ATC Outdoor DAS, LLC
400 Regency Forest Drive, Suite 300
Cary, North Carolina 27518

South Carolina Tariff No. 1
Original Title Sheet

Tariff Schedule Applicable to
TELECOMMUNICATIONS SERVICES
of
ATC OUTDOOR DAS, LLC

Date Filed: June 25, 2008

Effective: _____, 2008

Issued By:
Gerard Ainsztein
Senior Vice President, DAS Solutions & Acquisitions
ATC Outdoor DAS, LLC
400 Regency Forest Drive, Suite 300
Cary, North Carolina 27518

CHECK SHEET

Sheets of this tariff as listed below are effective as of the date shown at the bottom of the respective sheet(s)

Sheet Number	Revision
1	Original
2	Original
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EXPLANATION OF SYMBOLS

- (C) Indicates Changed Regulation
- (D) Indicates Discontinued Rate or Regulation
- (I) Indicates Rate Increase
- (M) Indicates Move in Location of Text
- (N) Indicates New Rate or Regulation
- (R) Indicates Rate Reduction
- (T) Indicates Change of Text Only

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SECTION 1 - APPLICATION OF TARIFF

1.0 APPLICATION OF TARIFF

This Tariff sets forth the regulations and rates applicable to services provided by ATC OUTDOOR DAS, LLC as follows:

The furnishing of intrastate communications services by virtue of one-way and/or two-way information transmission between points within the State of South Carolina.

1.1 Service Territory

ATC OUTDOOR DAS, LLC will offer the services throughout the State of South Carolina.

1.2 Availability

Service is available where facilities permit.

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SECTION 2 – GENERAL RULES AND REGULATIONS

2.0 GENERAL RULES AND REGULATIONS

2.1 Use of Facilities and Service

2.1.1 Obligation of the Company

In furnishing facilities and service, the Company does not undertake to transmit messages, but furnishes the use of its facilities to its customers for communications.

The Company's obligation to furnish facilities and service is dependent upon its ability (a) to secure and retain, without unreasonable expense, suitable facilities and rights for the construction and maintenance of the necessary circuits and equipment; (b) to secure and retain, without unreasonable expense, suitable space for its plant and facilities in the building where service is or will be provided to the customer; or (c) to secure reimbursement of all costs where the owner or operator of a building demands relocation or rearrangement of plant and facilities used in providing service therein.

The Company shall not be required to furnish, or continue to furnish, facilities or service where the circumstances are such that the proposed use of the facilities or service would tend to adversely affect the Company's plant, property or service.

The Company reserves the right to refuse an application for service made by a present or former customer who is indebted to the Company for service previously rendered pursuant to this Tariff until the indebtedness is satisfied.

2.1.2 Limitations on Liability

a. Indemnification by Customer

The customer and any authorized or joint users, jointly and severally shall indemnify, defend and hold the Company harmless against claims, loss, damage, expense (including attorneys' fees and court costs) for

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

libel, slander, or infringement of copyright arising from the material transmitted over its facilities; against claims for infringement of patents arising from combining with, or using in connection with, facilities of the Company, equipment and systems of the customer; and against all other claims arising out of any act or omission of the customer in connection with facilities provided by the Company or the customer.

b. Customer-Provided Equipment

The service and facilities furnished by the Company are subject to the following limitations: the Company shall not be liable for damage arising out of mistakes, omissions, interruptions, delays, errors or defects in transmission or other injury, including but not limited to injuries to persons or property from voltages or currents transmitted over the facilities of the Company caused by customer-provided equipment or premises wire.

c. Use of Facilities of Other Companies

When the facilities of other companies are used in establishing a connection, the Company is not liable for any act, error, omission, or interruption caused by the other company or their agents or employees. This includes the provision of a signaling system database by another company.

2.1.3 Use and Ownership of Equipment

The Company's equipment, apparatus, channels and lines shall be carefully used. Equipment furnished by the Company shall remain its property and shall be returned to the Company whenever requested, within a reasonable period following the request, in good condition, reasonable wear and tear accepted. The customer is required to reimburse the Company for any loss of, or damage to, the facilities or equipment on the customer's premises, including loss or damage caused by agents, employees or independent contractors of the customer through any negligence.

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

2.2 Payment For Service Rendered

2.2.1 Responsibility for All Charges

Any applicant for facilities or service may be required to sign an application form requesting the Company to furnish the facilities or service in accordance with the rates, charges, rules and regulations from time to time in force and effect.

2.2.2 Deposits

Any applicant or customer whose financial responsibility is not established to the satisfaction of the Company may be required to deposit for service.

The fact that a deposit has been made shall in no way relieve the applicant or customer from complying with the Tariff regulations for the prompt payment of bills on presentation. Each applicant from whom a deposit is collected will be given a certificate of deposit and circular containing the terms and conditions applicable to deposits, in accordance with the Rules and Regulations of the Commission pertaining to customer deposits.

a. Interest on Deposits

Simple interest at the rate specified by the Commission shall be credited or paid to the customer while the Company holds the deposit.

b. Return of Deposit

When a deposit is to be returned, the customer may request that the full amount of the deposit be issued by check. If the customer requests that the full amount be credited to amounts owed the Company, the Company will process the transaction on the billing date and apply the deposit to any amount currently owed to the Company, and return any remaining amount of the deposit to the customer by check.

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

2.2.3 Payment of Charges

Charges for facilities and service, other than usage charges, are due monthly in advance. All other charges are payable upon request of the Company. Bills are due on the due date shown on the bill and are payable at any business office of the Company, by U.S. Mail, or at any location designated by the Company. If objection is not received by the Company within two months after the bill is rendered, the items and charges appearing thereon shall be determined to be correct and binding upon the customer. A bill will not be deemed correct and binding upon the customer if the Company has records on the basis of which an objection may be considered, or if the customer has in his or her possession such Company records. If objection results in a refund to the customer, such refund will be with interest at the greater of the unadjusted customer deposit rate or the applicable late payment rate, if any, for the service classification under which the customer was billed. Interest will be paid from the date when the customer overpayment was made, adjusted for any changes in the deposit rate or late payment rate, compounded monthly, until the overpayment is refunded. Notwithstanding the foregoing, no interest will be paid by the Company on customer overpayments that are refunded within 30 days after the overpayment is received by the Company.

Where an objection to the bill involves a superseded service order, the items and charges appearing on the bill shall be deemed to be correct and binding upon the customer if objection is not received by the Company within two months after the bill is rendered.

2.2.4 Returned Check Charge

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

When a check which has been presented to the Company by a customer in payment for charges is returned by the bank, the customer shall be responsible for the payment of a Returned Check Charge of \$ 20.00.

2.2.5 Late Payment Charges

- a. Customer bills for telephone service are due on the due date specified on the bill. A customer is in default unless payment is made within 15 days after the due date specified on the bill. If payment is not received by the customer's next billing date, a late payment charge of 1.5% will be applied to all amounts previously billed under this Tariff.
- b. Late payment charges do not apply to those portions (and only those portions) of unpaid balances that are associated with disputed amounts. Undisputed amounts on the same bill are subject to late payment charges if unpaid and carried forward to the next bill.
- c. Late payment charges do not apply to final accounts.

2.2.6 Customer Overpayments

The Company will provide interest on customer overpayments that are not refunded within 30 days of the date the Company receives the overpayment. An overpayment is considered to have occurred when payment in excess of the correct charges for service is made because of erroneous Company billing. The customer will be issued reimbursement for the overpayment, plus interest, or, if agreed to by the customer, credit for the amount will be provided on the next regular Company bill. The rate of interest shall be the greater of the customer deposit interest rate or the Company's applicable Late Payment Charge.

Interest shall be paid from the date when overpayment was made, adjusted for any changes in the deposit rate or late payment rate, and compounded

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

monthly, until the date when the overpayment is refunded. The date when overpayment is considered to have been made will be the date on which the customer's overpayment was originally recorded to the customer's account by the Company.

2.3 Access To Customer's Premises

The customer shall be responsible for making arrangements or obtaining permission for safe and reasonable access for Company employees or agents of the Company to enter the premises of the customer or any joint user at any reasonable hour for the purpose of inspecting, repairing, testing or removing any part of the Company's facilities.

2.4 Suspension Or Termination Of Service

2.4.1 Suspension or Termination for Nonpayment

In the event that any bill rendered or any deposit required is not paid within 22 days of the date the bill is rendered, the Company may suspend service or terminate service until the bill or the required deposit has been paid. If service is suspended or terminated for nonpayment, the customer may be billed a connection charge as well as any payment due and any applicable deposits upon reconnection.

- a. Termination shall not be made until at least 20 days after written notification has been mailed to the billing address of the customer.
- b. Suspension will not be made until at least 8 days after written notification has been mailed to the customer and 20 days before the termination notice.

Telephone service shall only be suspended between 8:00 AM and 7:30 PM, on Monday through Thursday, and between 8:00 AM and 3:00 PM on Friday. It shall not be suspended or terminated for nonpayment on weekends, public holidays, other federal and state holidays proclaimed

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

by the President or the Governor, or on days when the main business office of the Company is not open for business, or during the periods from December 23rd through December 26th or December 30th through January 1st.

2.4.2 Exceptions to Suspension and Termination

Telephone service shall not be suspended or terminated for:

- a. Nonpayment of bills rendered for charges other than telephone service or deposits requested in connection with telephone service;
- b. Nonpayment for service for which a bill has not been rendered;
- c. Nonpayment for service which has not been rendered;
- d. Nonpayment of any billed charge which is in dispute or for the nonpayment of a deposit which is in dispute during the period before a determination of the dispute is made by the Company in accordance with Company's complaint handling procedures.

Telephone service may be suspended or terminated for nonpayment of the undisputed portion of a disputed bill or deposit if the customer does not pay the undisputed portion after being asked to do so.

- e. Nonpayment of any backbilled amounts.

2.4.3 Verification of Nonpayment

Telephone service shall not be suspended or terminated for nonpayment of a bill rendered or a required deposit unless:

- a. The Company has verified, in a manner approved by the Public Service Commission, that payment has not been received at any office of the

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

Company or at any office of an authorized collection agent through the end of the period indicated in the notice, and

- b. The Company has checked the customer's account on the day that suspension or termination is to occur to determine whether payment has been posted to the customer's account as of the opening of business on that day.

2.4.4 Termination for Cause Other Than Nonpayment

a. General

The Company, after notice in writing to the customer and after having given the customer an appropriate opportunity to respond to such notice, may terminate service and sever the connection(s) from the customer's premises under the following conditions:

1. in the event of prohibited, unlawful or improper use of the facilities or service, or any other violation by the customer of the rules and regulations governing the facilities and service furnished, or
2. if, in the judgment of the Company, any use of the facilities or service by the customer may adversely affect the Company's personnel, plant, property or service. The Company shall have the right to take immediate action, including termination of the service and severing of the connection, without notice to the customer when injury or damage to telephone personnel, plant, property or service is occurring, or is likely to occur, or
3. in the event of unauthorized use, where the customer fails to take reasonable steps to prevent the unauthorized use of the facilities or service received from the Company, or

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

4. in the event that service is connected for a customer who is indebted to the Company for service or facilities previously furnished, that service may be terminated by the Company unless the customer satisfies the indebtedness within 20 days after written notification.
- b. Prohibited, Unlawful or Improper Use of the Facilities or Service
- Prohibited, unlawful or improper use of the facilities or service includes, but is not limited to:
1. The use of facilities or service of the Company without payment of tariff charges;
 2. Calling or permitting others to call another person or persons so frequently or at such times of the day or in such manner as to harass, frighten, abuse or torment such other person or persons;
 3. The use of profane or obscene language;
 4. The use of the service in such a manner such that it interferes with the service of other customers or prevents them from making or receiving calls;
 5. The use of a mechanical dialing device or recorded announcement equipment to seize a customer's line, thereby interfering with the customer's use of the service;
 6. Permitting fraudulent use.
- c. Abandonment or Unauthorized Use of Facilities
1. If it is determined that facilities have been abandoned, or are being used by unauthorized persons, or that the customer has failed to

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

take reasonable steps to prevent unauthorized use, the Company may terminate telephone service.

2. In the event that telephone service is terminated for abandonment of facilities or unauthorized use and service is subsequently restored to the same customer at the same location:
 - a. No charge shall apply for the period during which service had been terminated, and
 - b. Reconnection charges will apply when service is restored. However, no charge shall be made for reconnection if the service was terminated due to an error on the part of the Company.
 - c. Change in the Company's Ability to Secure Access

Any change in the Company's ability (a) to secure and retain suitable facilities and rights for the construction and maintenance of the necessary circuits and equipment or (b) to secure and retain suitable space for its plant and facilities in the building where service is provided to the customer may require termination of a customer's service until such time as new arrangements can be made. No charges will be assessed the customer while service is terminated, and no connection charges will apply when the service is restored.

2.4.5 Emergency Termination of Service

The Company will immediately terminate the service of any customer, on request, when the customer has reasonable belief that the service is being used by an unauthorized person or persons. The Company may require that the request be submitted in writing as a follow-up to a request made by telephone.

2.5 Additional Provisions Applicable To Business Customers

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

2.5.1 Deposits

Deposits will be returned to a business customer upon cancellation of service or after one year, whichever event occurs first, unless the customer is delinquent in payment, in which case the Company will continue to retain the deposit until the delinquency is satisfied. If a service is involuntarily discontinued, the deposit is applied against the final bill, and any balance is returned to the customer.

2.5.2 Dishonored Checks

If a business customer who has received a notice of discontinuance pays the bill with a check that is subsequently dishonored, the account remains unpaid and the Company is not required to issue any additional notice before disconnecting service.

2.6 Allowances For Interruptions In Service

Interruptions in service, which are not due to the negligence of, or non-compliance with the provisions of this Tariff by the Customer, or the operation or malfunction of the facilities, power, or equipment provided by the Customer, will be credited to the Customer as set forth below for the part of the service that the interruption affects. A credit allowance will be made when an interruption occurs because of a failure of any component furnished by the Company under this Tariff.

2.6.1 Credit for Interruptions

- a. An interruption period begins when the Customer reports a service, facility, or circuit to be interrupted and releases it for testing and repair. An interruption period ends when the service, facility, or circuit is operative. If the Customer reports a service, facility, or circuit to be inoperative but declines to release it for testing and repair, it is considered to be impaired, but not interrupted.
- b. For calculating credit allowances, every month is considered to have 30 days. A credit allowance is applied on a pro rata basis against the rates

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

specified hereunder and is dependent upon the length of the interruption. Only those facilities on the interrupted portion of the circuit will receive a credit.

c. Credit to Customer

Credits attributable to any billing period for interruptions of service shall not exceed the total charges for that period for the service and facilities furnished by the Company rendered useless or substantially impaired.

d. "Interruption" Defined

For the purpose of applying this provision, the word "interruption" shall mean the inability to complete calls either incoming or outgoing or both due to equipment malfunction or human errors. "Interruption" does not include and no allowance shall be given for service difficulties such as slow dial tone, circuits busy or other network and/or switching capacity shortages. Nor shall the interruption allowance apply where service is interrupted by the negligence or willful act of the subscriber or where the Company, pursuant to the terms of the Tariff, suspends or terminates service because of nonpayment of bills due to the company, unlawful or improper use of the facilities or service, or any other reason covered by the Tariff. No allowance shall be made for interruptions due to electric power failure where, by the provisions of this Tariff, the subscriber is responsible for providing electric power. Allowance for interruptions of message rate service will not affect the subscriber's local call allowance during a given billing period.

2.6.2 Limitations on Credit Allowances

No credit allowance will be made for:

- a) interruptions due to the negligence of, or non-compliance with the provisions of this Tariff, by any party other than the Company,

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

including but not limited to the customer, authorized user, or other common carriers connected to, or providing service connected to, the service of the Company or to the Company's facilities;

- b) interruptions due to the failure or malfunction of non-Company equipment, including service connected to customer provided electric power;
- c) interruptions of service during any period in which the Company is not given full and free access to its facilities and equipment for the purpose of investigating and correcting interruptions;
- d) interruptions of service during any period when the customer has released service to the Company for maintenance purposes or for implementation of a customer order for a change in service arrangements;
- e) interruptions of service due to circumstances or causes beyond the control of the Company.

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SECTION 3 – SPECIAL ARRANGEMENTS

3.0 SPECIAL ARRANGEMENTS

3.1 Promotions

Reserved for future use.

3.2 Individual Case Basis (ICB) Arrangements

In lieu of the rates otherwise set forth in this Tariff, rates and charges, including installation, special construction, and recurring charges, may be established at negotiated rates on an Individual Case Basis (ICB), taking into account such factors as the nature of the facilities and services, the costs of construction and operation, and the length of service commitment by the Customer, as long as the rates and charges are not less than Carrier's costs of providing the service. Such arrangements shall be considered Special Pricing Arrangements, the terms of which will be set forth in individual contracts or Customer Term Agreements. Specialized Pricing Arrangement rates or charges will be made available to similarly-situated Customers on comparable terms and conditions. Upon reasonable request, Carrier will make the terms of these contracts available to the Commission and its staff for review on a confidential and proprietary basis.

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SECTION 4 – EXPLANATION OF TERMS

4.0 EXPLANATION OF TERMS

ANALOG

A transmission method employing a continuous (rather than a pulsed or digital) electrical signal that varies in amplitude or frequency in response to changes of sound, light, position, etc., impressed on a transducer in the sending device.

AUTHORIZED USER

A person, corporation or other entity who is authorized by the Company's customer to utilize service provided by the Company to the customer. The customer is responsible for all charges incurred by an Authorized User.

CHANNEL

A point-to-point bi-directional path for digital transmission. A channel may be furnished in such a manner as the Company may elect, whether by wire, fiber optics, radio or a combination thereof and whether or not by means of single physical facility or route. One 1.544 Mbps Service is equivalent to 24 channels.

COMPANY

ATC Outdoor DAS, LLC, unless otherwise clearly indicated from the context.

COMMISSION

The South Carolina Public Service Commission.

CUSTOMER

The person, firm, corporation, or other entity which orders service pursuant to this Tariff and utilizes service provided under Tariff by the Company. A customer is responsible for the payment of charges and for compliance with all terms of the Company's Tariff.

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SECTION 4 – EXPLANATION OF TERMS (Continued)

DIGITAL

A method of storing, processing and transmitting information through the use of distinct electronic or optical pulses that represent the binary digits (bits) 0 and 1. Digital transmission/switching technologies employ a sequence of discrete, individually distinct pulses to represent information, as opposed to the continuously variable signal of analog technologies.

EXCHANGE

An area, consisting of one or more central office districts, within which a call between any two points is a local call.

EXCHANGE ACCESS LINE

A central office line furnished for direct or indirect access to the exchange system.

EXCHANGE SERVICE

The provision to the subscriber of access to the exchange system for the purpose of sending and receiving calls. This access is achieved through the provision of a central office line (exchange access line) between the central office and the subscriber's premises.

FINAL ACCOUNT

A customer whose service has been disconnected who has outstanding charges still owed to the Company.

INTERRUPTION

The inability to complete calls, either incoming or outgoing or both, due to Company facilities malfunction or human errors.

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SECTION 4 – EXPLANATION OF TERMS (Continued)

JOINT USER

A person, firm, or corporation which uses the telephone service of a subscriber as provided in Section 1 of the Tariff.

LATA

Local Access and Transport Area. The area within which the Company provides local and long distance ("intraLATA") service. For call to numbers outside this area ("interLATA") service is provided by long distance companies.

LINK

The physical facility from the network interface on an end-user's or carrier's premises to the point of interconnection on the main distribution frame of the Company's central office.

LOCAL CALL

A call which, if placed by a customer over the facilities of the Company, is not rated as a toll call.

LOCAL CALLING AREA

The area, consisting of one or more central office districts, within which a subscriber for exchange service may make telephone calls without a toll charge.

LOCAL SERVICE

Telephone exchange service within a local calling area.

MOVE

The disconnection of existing equipment at one location and reconnection of the same equipment at a new location in the same building or in a different building on the same premises.

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SECTION 4 – EXPLANATION OF TERMS (Continued)

NODE

The location to which digital channels are routed and where access is provided to such lines and associated equipment for testing.

ORS

The South Carolina Office of Regulatory Staff

PREMISES

The space occupied by a customer or authorized user in a building or buildings or contiguous property not separated by a public right of way.

RAN

A radio access node.

RESALE OF SERVICE

The subscription to communications service and facilities by one entity and the reoffering of communications service to others (with or without 'adding value') for profit.

SHARING

An arrangement in which several users collectively use communications service and facilities provided by a carrier, with each user paying a pro-rata share of the communication related costs.

STATION

Each telephone on a line and where no telephone associated with the line is provided on the same premises and in the same building, the first termination in station key equipment or a jack for use with a portable telephone.

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400 Regency Forest Drive, Suite 300

Cary, North Carolina 27518

SECTION 4 – EXPLANATION OF TERMS (Continued)

SUSPENSION

Suspension of service for nonpayment is interruption of outgoing service only. Suspension of service at the subscriber's request is interruption of both incoming and outgoing service.

TELEPHONE CALL

A voice connection between two or more telephone stations through the public switched exchange system.

TERMINATION OF SERVICE

Discontinuance of both incoming and outgoing service.

TOLL CALL

Any call extending beyond the local exchange of the originating caller which is rated on a toll schedule by the Company.

TWO WAY

A service attribute that includes DOD for outbound calls and can also be used to carry inbound calls to a central point for processing.

USER

A customer, joint user, or any other person authorized by a customer to use service provided under this Tariff.

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SECTION 5 – RATES AND CHARGES

5.0 RATES AND CHARGES

1. Application of Rates

Rates for radio frequency (“RF”) Transport Services apply to service furnished to business customers. RF Transport Services are not available to residential customers.

2. RF Transport Services

(A) General service offerings and limitations.

RF Transport Services utilize optical technology, including multi-wavelength optical technology, over dedicated transport facilities to provide Customers with links to emit RF coverage.

RF Transport Services connect Customers to their networks through a combination of distributed antennas and bi-directional RF-to-optical conversion equipment aggregated at a hub facility. The conversion equipment allows the Company to accept RF traffic from the Customer and then send bi-directional traffic transmissions across the Customer’s optical networks. At the remote end, the Customer's RF is received at Company-provided RF-to-optical conversion equipment that allows bi-directional conversion between optical signals and RF signals. RF signals can be received and transmitted at this RAN. Hence the Company provides optical transit services for Customer RF signals.

The furnishing of RF Transport Services requires certain physical arrangements of equipment and facilities of the Company and other entities and is subject to the availability of such equipment and facilities and the economic feasibility of providing such necessary equipment and facilities and the RF Transport Services.

1. The specific limitations applicable to RF Transport Services are as follows:

- All optical services are provided on single mode optical fiber.
- Some optical services may be of a multi-wavelength nature.

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SECTION 5 – RATES AND CHARGES (Continued)

- The optical loss between a hub site and a RAN must not exceed 10 dB in the event the RF Transport Services carry an analog signal.
- The delay loss between the hub site and the most remote RAN must not exceed 200 milliseconds of loss over a series of Segments not more than 16 km.

(B) Maximum Initial Rates.

Unless otherwise provided in an individual contract pursuant to Section 3.2, the Maximum Initial Rates for RF Transport Services are as follows:

<u>Description</u>	<u>Fee per Segment</u>
Non-recurring connection charge	\$100,000
Monthly recurring charge	\$15,000

(C) Minimum Term

The minimum service term for RF transport service is 5 years.

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EXHIBIT F

(Proposed Notice of Filing and Hearing)

PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA

DOCKETING DEPARTMENT

NOTICE OF FILING AND HEARING

DOCKET NO. 2008-_____-C

ATC Outdoor DAS, LLC, has filed an Application with the Public Service Commission of South Carolina ("Commission"), for a Certificate of Public Convenience and Necessity to provide facilities-based local exchange and interexchange telecommunications services throughout the State of South Carolina, pursuant to S.C. Code Ann. § 58-9-280. Specifically, ATC Outdoor DAS seeks authority to provide fiber optic RF transport services to telecommunications companies operating in the State of South Carolina. Applicant also requests that the Commission regulate its local exchange service in accordance with the principles established for flexible regulation by Order No. 98-165 in Docket No. 97-467-C.

A copy of the Application is on file in the offices of the Public Service Commission of South Carolina, 101 Executive Center Drive, Saluda Building, Columbia, South Carolina 29210; the Commission's website at www.psc.sc.gov, and is available through John Pringle, Ellis, Lawhorne & Sims, P.A., 1501 Main Street, 5th Floor, Columbia, SC 29201, tel: (803) 343-1270.

PLEASE TAKE NOTICE a hearing on the above matter has been scheduled to begin at _____ a.m. on _____, 2008, before Hearing Examiner David Butler, Esquire in the Commission's Law Library at 101 Executive Center Drive, Saluda Building, Columbia, South Carolina 29210.

Any person who wishes to participate in this matter, as a party of record with the right of cross-examination should file a Petition to Intervene in accordance with the Commission's Rules of Practice and Procedure on or before _____, 2008 and indicate the amount of time required for his presentation. Please include an email address for receipt of future Commission correspondence in the Petition to Intervene. *Please refer to Docket No. 2008 _____-C.*

Any person who wishes to testify and present evidence at the hearing, should notify the Docketing Department in writing at the address below, the Office of Regulatory Staff at Post Office Box 11263, Columbia, South Carolina 29211, and John Pringle, at the above address, on or before _____, 2008 and indicate the amount of time required for his presentation. *Please refer to Docket No. 2008- _____-C.*

Any person who wishes to be notified of any change in the hearing, but does not wish to present testimony or be a party of record, may do so by notifying the Docketing Department in writing at the address below on or before _____, 2008. *Please refer to Docket No. 2008- _____-C.*

PLEASE TAKE NOTICE: Any person who wishes to have his or her comments considered as part of the official record of this proceeding **MUST** present such comments, in person, to the Commission during the hearing.

Persons seeking information about the Commission's Procedures should contact the Commission at (803) 896-5100.

Public Service Commission of South Carolina
Attn: Docketing Department
Post Office Drawer 11649
Columbia, South Carolina 29211